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SHRIeking PART TWO the AMAZING SPIDER-MAN

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...MIRACLES SEEM OUT OF REACH.

THERE WAS HOPE FOR MIRACLES HERE, TOO. RAVENCROFT INSTITUTE, TWENTY-FIVE MILES NORTH OF NEW YORK CITY.

SECURITY CHIEF JOHN JAMESON SHARED KAFKA'S DREAM.

...THE DREAM HAS TAKEN AN ALARMING TURN...

...INTO NIGHTMARE.

IF THERE'S SOMEONE THERE--YOU'D BETTER SHOW YOURSELF--

--RIGHT NOW--

...OR--

BUT TONIGHT--AS ARMED GUARDS FRUITLESSLY SEARCH THE GROUNDS AND MAINTENANCE CREWS WASH BLOOD OFF THE WALLS...

THE INSTITUTE WAS SET UP BY PSYCHO-THERAPIST ASHLEY KAFKA AS A FACILITY FOR THE TREATMENT--AND IT WAS HOPED--EVENTUAL REHABILITATION OF MENTALLY-UNBALANCED SUPER-CRIMINALS.

--IT'S JUST ME.

SPIDER-MAN?!

RELAX, COLONEL--

--THERE AREN'T ANY ESCAPED LUNATICS HIDING IN THE SHADOWS--

THE ONE AND ONLY.

THE AMAZING SPIDER-MAN® Vol. 1, No. 391, July, 1994. (ISSN #0274-5232) Published by MARVEL COMICS, Terry Stewart, President, Stan Lee, Publisher, Michael Hobson, Group Vice President, Publishing. OFFICE OF PUBLICATION, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1994 Marvel Entertainment Group, Inc. All rights reserved. Price \$2.95 per copy in the U.S. and \$4.00 in Canada. Subscription rate for 12 issues: \$18.00 U.S.; Canadian subscribers must add \$10.00 for postage and GST #R127032652. Foreign: \$20.00. No similarity between any of the names, characters, persons, or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This publication may not be sold or distributed without the consent of the publisher. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue and the changes to THE AMAZING SPIDER-MAN, are MARVEL DIRECT MARKETING INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING INC., SUBSCRIPTION DEPT., P.O. BOX 197, DANBURY, CT 06813-1979. TELEPHONE # (203) 743-6231. Printed in the U.S.A.

WHO DO YOU THINK YOU ARE BREACHING SECURITY LIKE THIS?!

HOW THE DEVIL DID YOU GET IN HERE?!

THROUGH THE FRONT DOOR, COLONEL--

--USING THE CARD YOU ISSUED ME.

NOW HOW ABOUT BRINGING IT DOWN A FEW DECIBELS. THE LAST THING I NEED RIGHT NOW IS SOMEONE I THOUGHT WAS MY FRIEND--

DOCTOR KAFKA--?!

WHAT HAPPENED TO HER?!

I--I'M SORRY.

IT'S JUST THAT--AFTER EVERYTHING THAT'S HAPPENED TONIGHT--

WHAT?!

BREAK-OUT.

SIX MEMBERS OF MY SECURITY FORCE ARE IN THE HOSPITAL WING, AND ASHLEY--

MAYBE--

--MAYBE I'D BETTER TAKE YOU TO HER.

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee
PRESENTS: **THE AMAZING SPIDER-MAN®**



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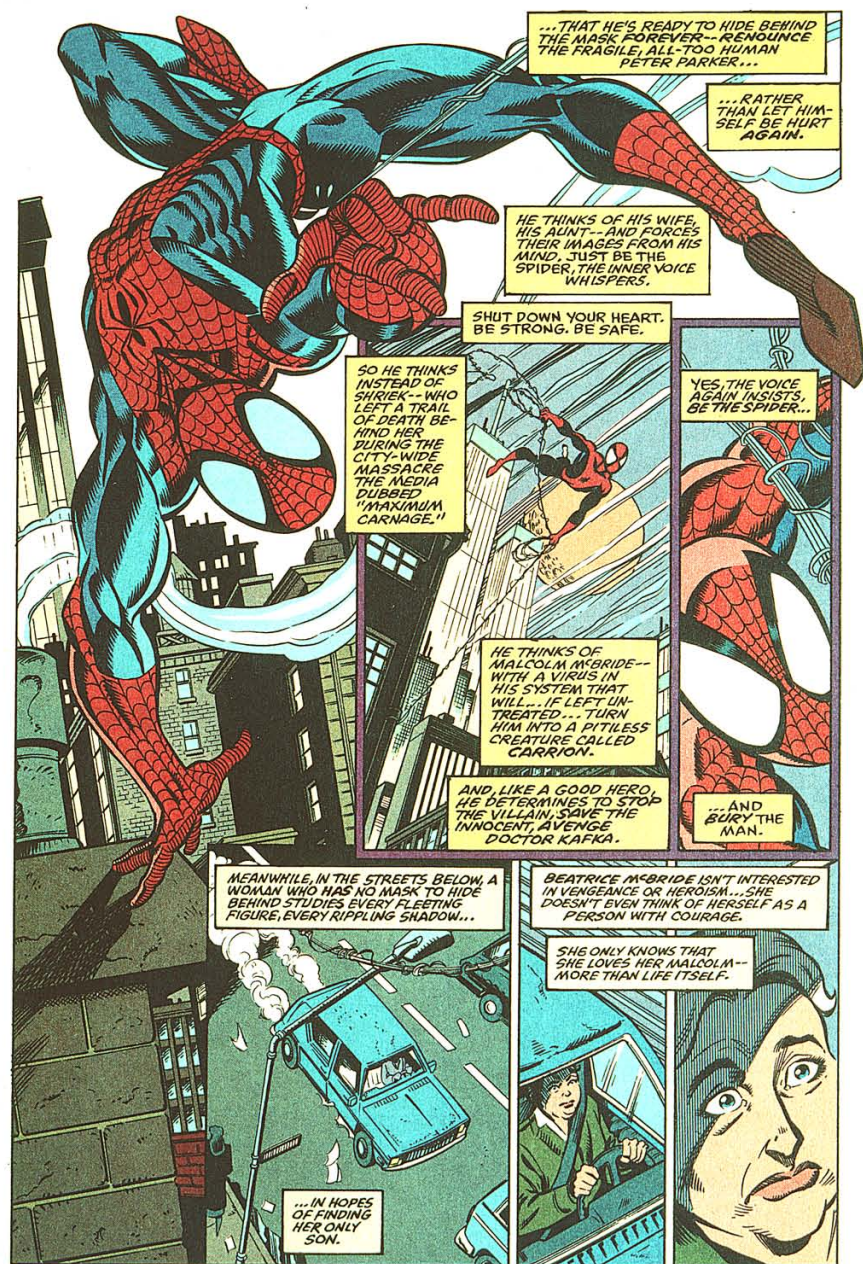
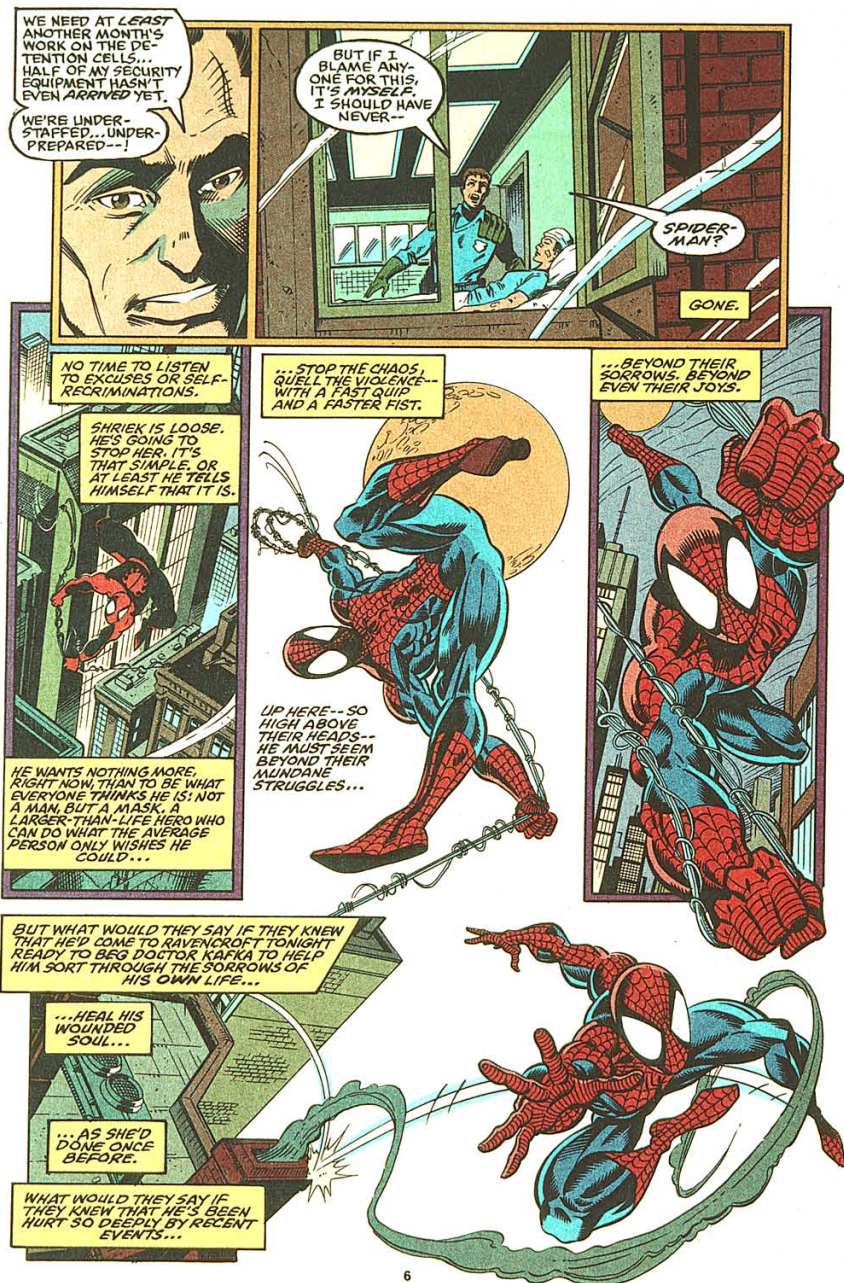


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MUST SEE!

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I THINK
HE'S SOME
FAMOUS COMIC
BOOK WRITER.

COMIC BOOKS?
ON TV? HEY, THAT GIVES
ME AN IDEA...

WHO IS
THAT GUY?
HE LOOKS
FAMILIAR...

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Traded vets in their new uniforms.

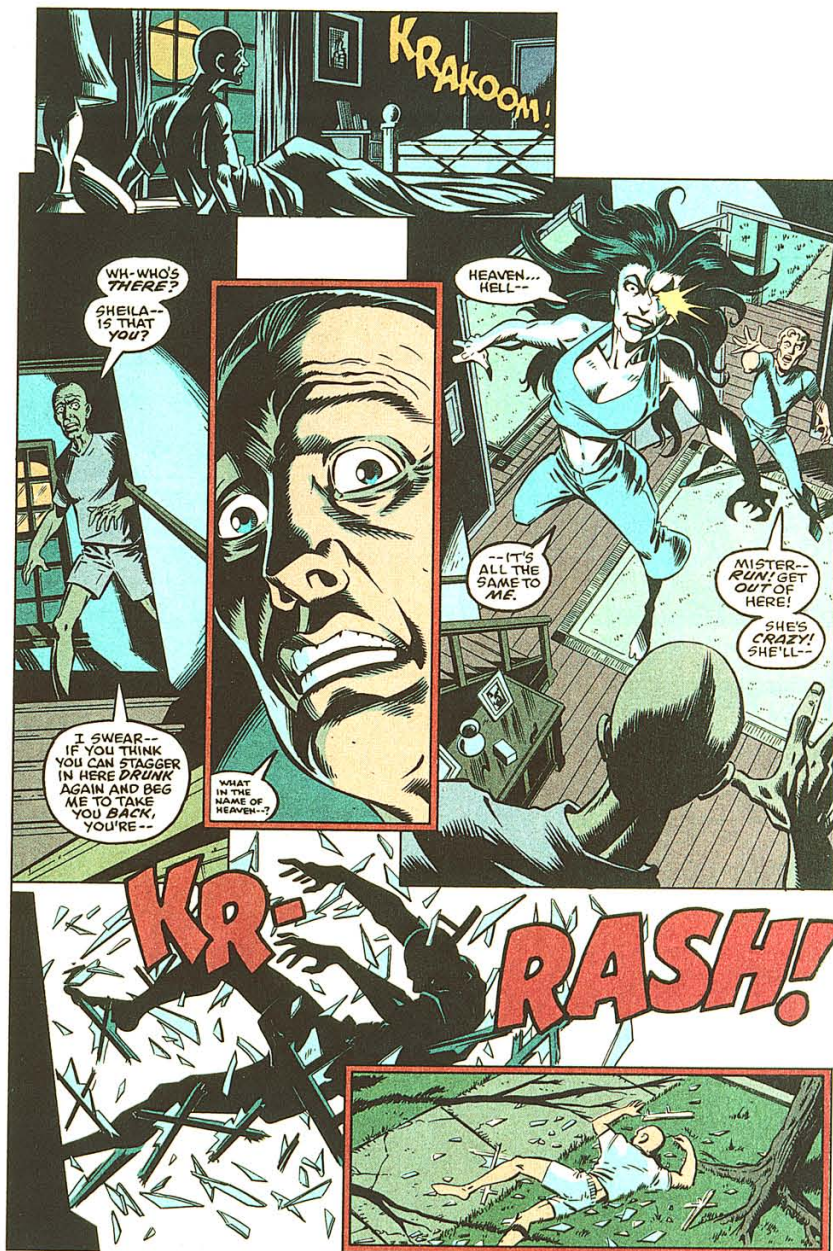
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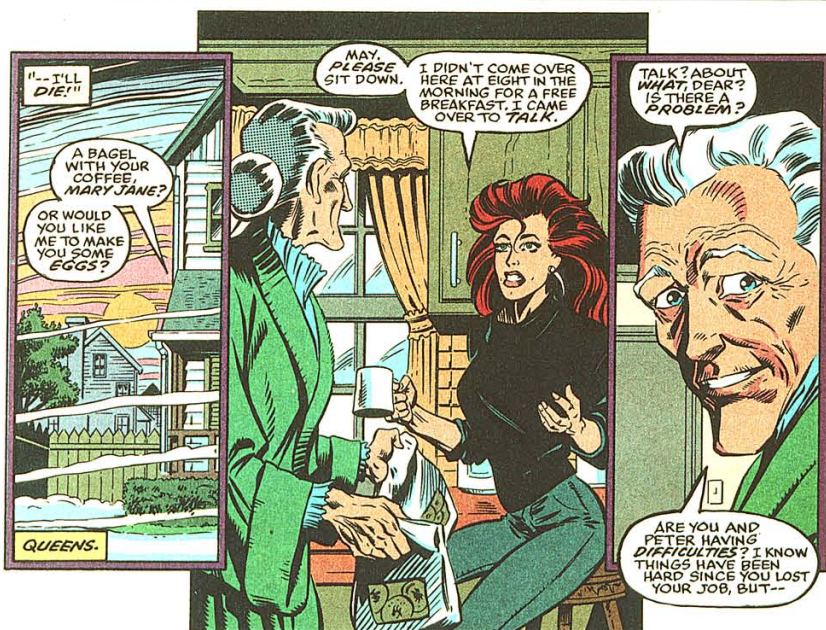
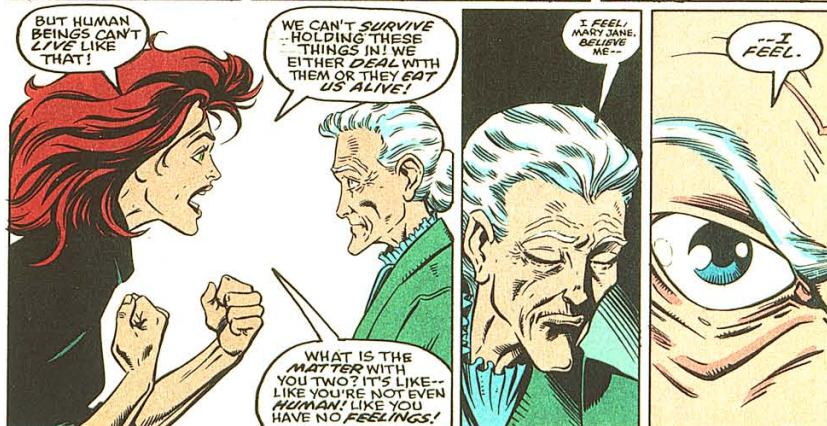
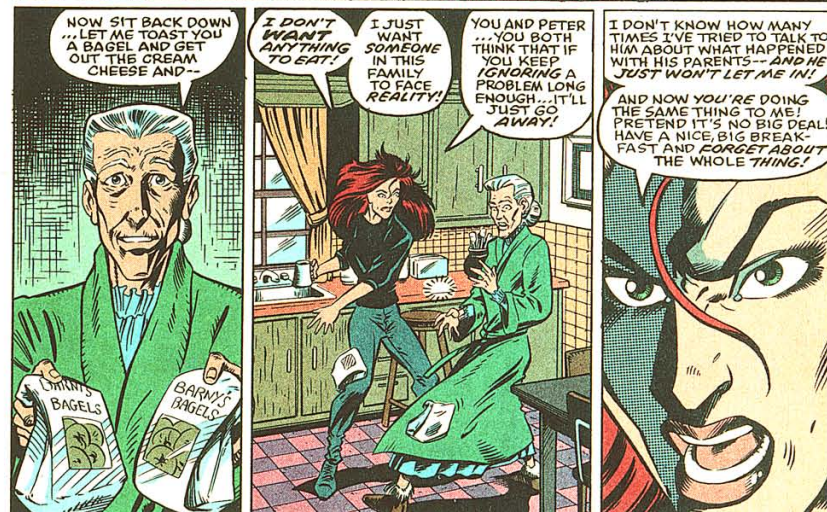
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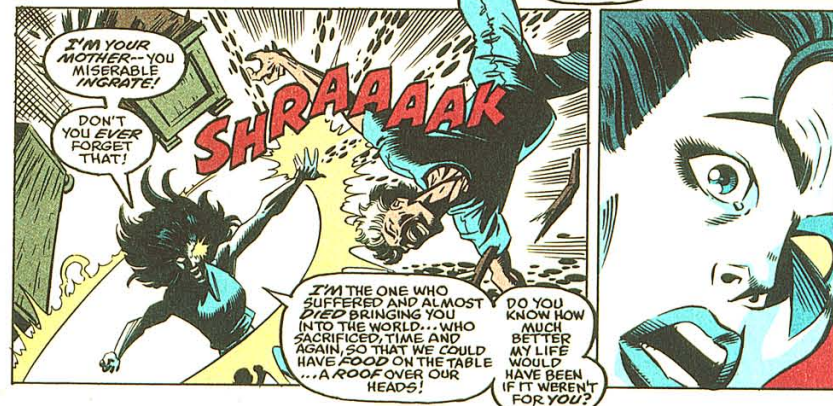
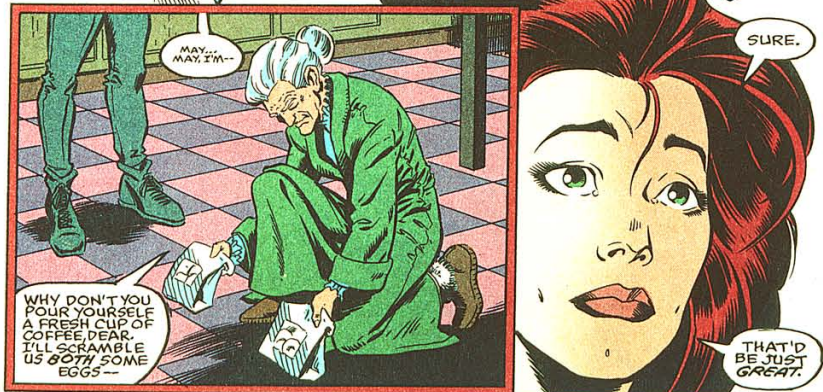
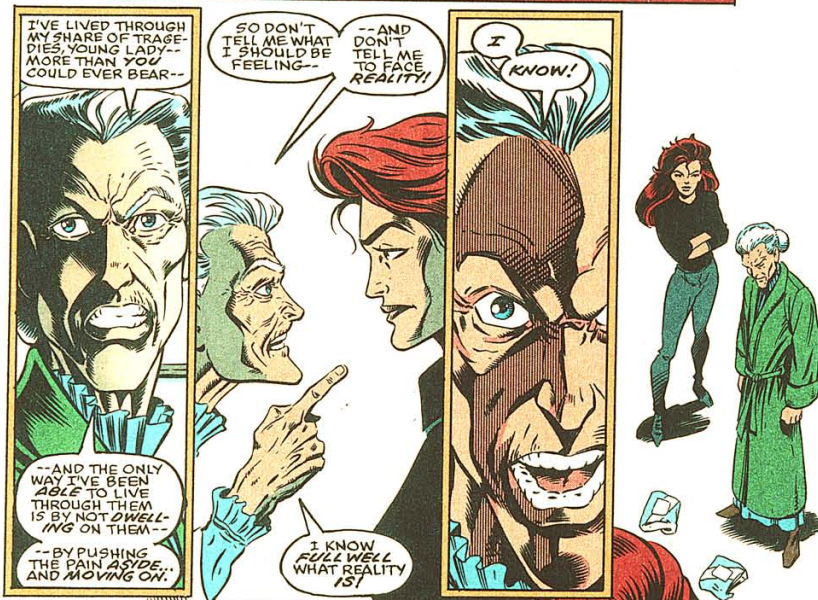
USA BASKETBALL TEAM MAIL-IN!

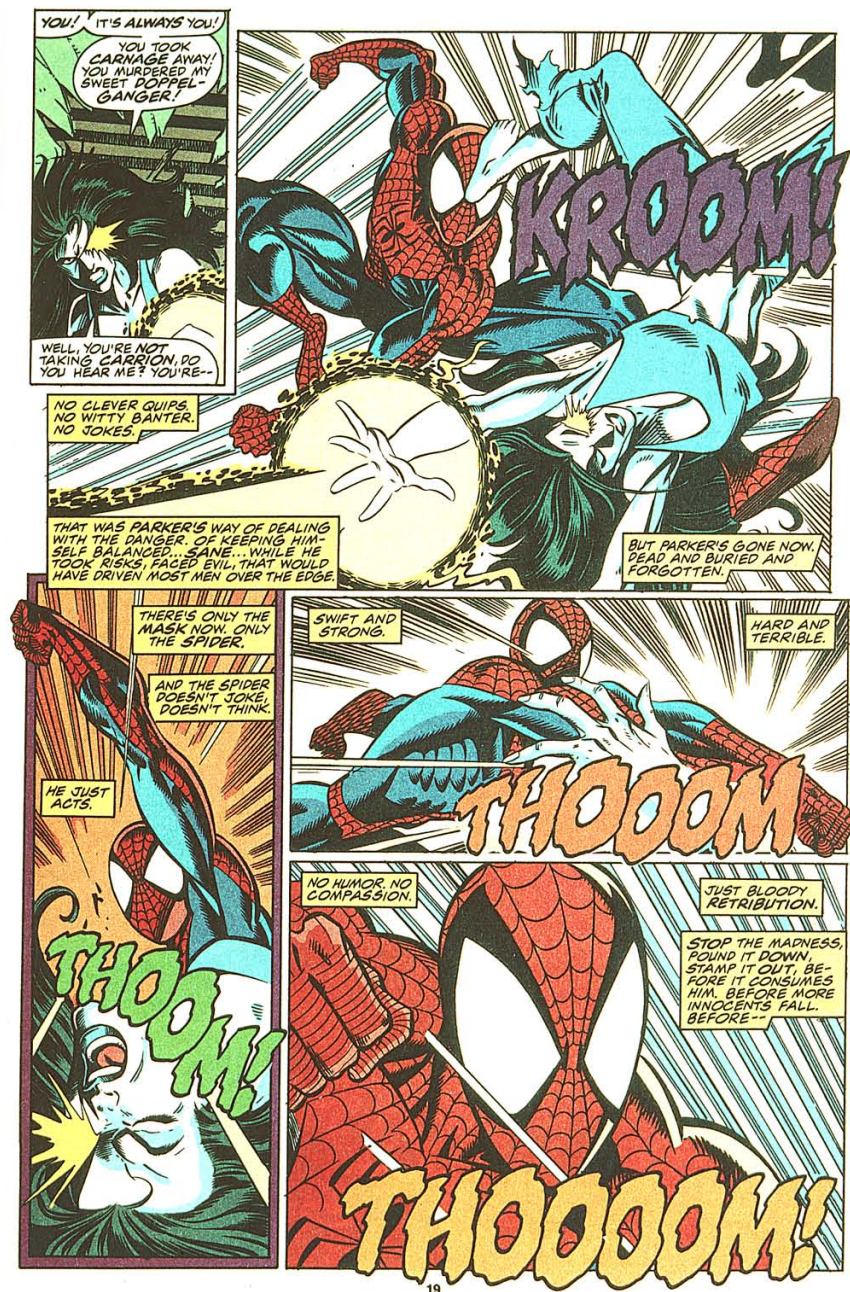
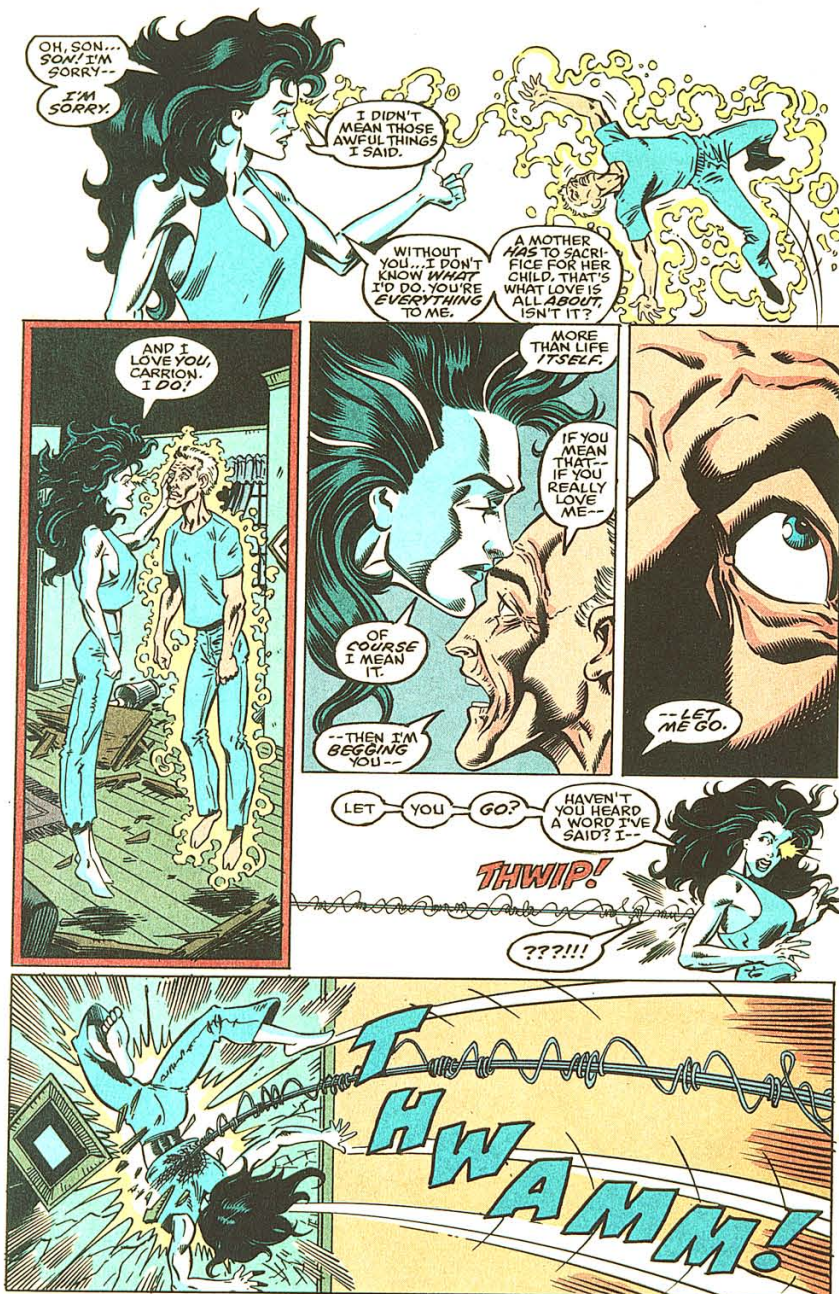
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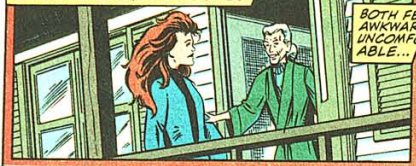








IN QUEENS, GOODBYES ARE SAID. MARY JANE OFFERS TO STAY, MAY DECLINES.



BOTH FEEL AWKWARD, UNCOMFORTABLE...

...SADDED BY THE WORDS THAT PASSED BETWEEN THEM THIS MORNING.

RELUCTANTLY, MARY JANE HEADS OFF TOWARD THE SUBWAY, WHILE, WITH EQUAL RELUCTANCE, MAY CLOSSES THE DOOR.

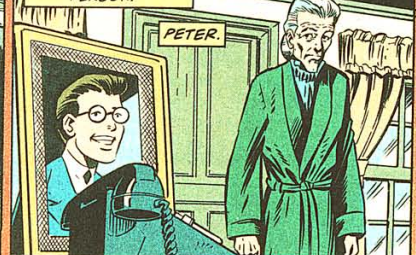
ALONE AGAIN.

FOR ALL THE FRIENDSHIPS, ALL THE BUSY-NESS, SHE'S FELT SO ALONE SINCE BEN DIED.



BEN... AND ONE OTHER PERSON.

PETER.



...HOW WOUNDED BY WHAT "RICHARD" AND "MARY" DID.

NO, SHE DECIDES. IT'S BEST NOT TO BURDEN HIM.

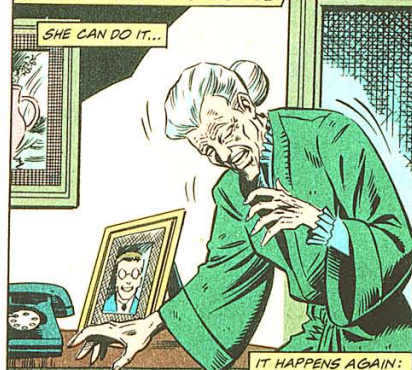


EVEN WITH NATHAN--AND SHE'S ASHAMED TO EVEN THINK IT--THERE WAS AN EMPTINESS, A VOID THAT ONLY BEN KNEW HOW TO FILL.

SHE WANTS TO RUSH TO THE PHONE, CALL HIM, TELL HIM EVERYTHING. THAT'S HAPPENED BUT SHE KNOWS (MARY JANE DIDN'T HAVE TO TELL HER!) HOW UPSET HE IS...

SHE'LL HANDLE THIS BY HERSELF. SHE DID IT BEFORE BEN. SHE'S BEEN DOING IT SINCE.

SHE CAN DO IT...

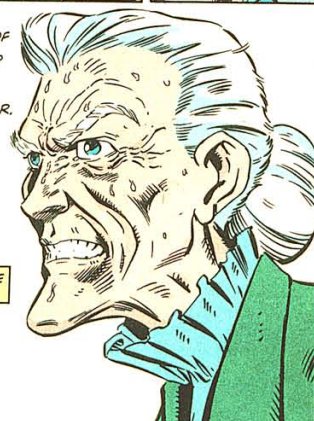


IT HAPPENS AGAIN: THE NUMBNESS, THE TINGLING, THE SUDDEN BLURRING OF HER VISION.

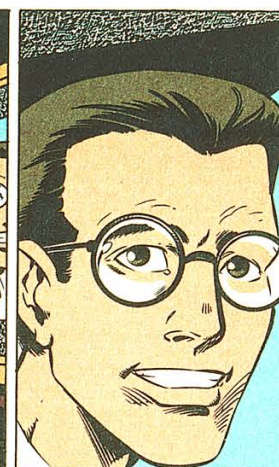
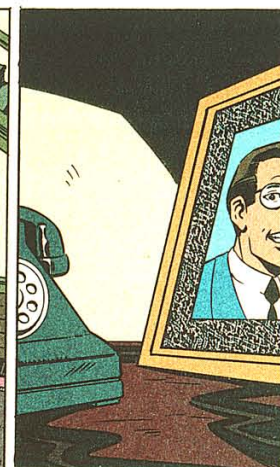
...NOW?

THE WAVE OF DIZZINESS RUSHING UP AND OUT FROM THE DEEPEST PART OF HER.

NO! SHE THINKS.



I HAVE TO BE STRONG! PETER NEEDS ME!



PETER NEEDS ME.



YOUR DARKNESS, SPIDER-MAN.

I CAN FEEL IT.

THICKER... FASTER... THAN IT WAS BEFORE.

YOU'RE MOVING CLOSER TO MY WORLD ALL THE TIME. I THINK, PERHAPS, IF I GIVE YOU A LITTLE PUSH--

--YOU JUST MIGHT BE THE FATHER MY BOY NEEDS. THE HUSBAND WHO'LL FULFILL MY EVERY DESIRE.

I'D LIKE THAT. AND I THINK WITH A LITTLE HELP FROM ME--

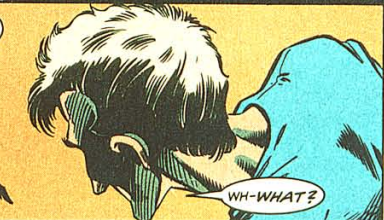
--YOU'D LIKE IT TOO.

SO I'LL JUST REACH INTO YOUR MIND... GRAB A HANDFUL OF YOUR SHADON-SELF AND... ENCOURAGE IT. EXPAND IT. TILL YOU'RE--



--TILL YOU'RE...

OF COURSE!!



WH-WHAT?

BULLPEN MARVEL COMICS BULLETINS

Profile: RON LIM

Is Ron Lim the hardest-working artist working in comics today? He just might be! Ron is the mega-popular penciler on such titles as NIGHTWATCH, SILVER SURFER, X-MEN 2099, and SPIDER-MAN UNLIMITED! In fact, Ron is so busy, while we were interviewing him, he finished another six pages! We thought we'd go out on a limb and find out what makes him tick!

Where and when were you born?
I was born in Marysville, California in 1965.

How did you break into comics?
I started off in independent comics, doing work for some small publishers. I got my first break at Marvel when I was hired on the spot by Tom DeFalco at Wonder-Con. My first job for Marvel was a Black Panther story that wound up running in MARVEL SUPER-HEROES.

Who are some of your influences?
Neal Adams, John Byrne, and George Perez are the main three. Now I look at everything, from American comics to Japanese manga.

Were you always a Silver Surfer fan?

Yeah, ever since I saw him in one of those old Treasury Editions, those giant comics. I loved those old Treasury Editions. I wish they'd do more of them.

Since you work on the Silver Surfer, we're obligated to ask you this: have you ever surfed?

No! (laughter) I've never surfed in my entire life! This will probably shatter some illusions, but I've never set foot on a board!

What are some of your hobbies?

I'm a huge movie buff. I'm especially into kung fu movies, Japanese animation, and action/adventure movies.

Who is your favorite action hero?

Jackie Chan is my favorite — he is way cool. And Sylvester Stallone!

Did you ever have a crush on any of the girls from the Brady Bunch?

(laughter) No! But I watched every episode seven times! How fast are you?

I usually average 2-3 pages a day. That's working six to eight hours a day, five or six days a week. I enjoy the work, except when the Deadline Doom is looming over my head! I take off one day a week to goof off, otherwise I'd go insane! **Do you like to ink your own work, or have other artists ink you?**

I like working with other inkers. Currently I'm working with Jim Sanders, and we're working very well together. Terry Austin is probably my all-time favorite inker. Oh, and Joe Sinnott, because my all-time favorite comic book was the FF. **What comics would you like to work on that you haven't?** FANTASTIC FOUR, but I wouldn't want to do it unless I really had time to do it right. X-MEN ... and IRON MAN. I've always liked the idea of a guy in a suit of armor!



HYPE BOX

The galaxy of the 30th Century gets a little bigger this month as the GUARDIANS OF THE GALAXY celebrate their fiftieth issue, and their first limited series spin-off — GALACTIC GUARDIANS! GUARDIANS #50, a double-sized issue with a foil-enhanced cover, concludes the story that's been building up for the past year!

The issue features the final fates of Protege, the Beyonder, Mephisto, and Malevolence — among other surprises! Editor Craig Anderson promised this issue would feature "more cosmic stuff than you could shake your big toe at!"

GUARDIANS #50 is written by Michael Gallagher, with breakdowns by Kevin West, and finishes by Steve Montano. That same creative team is also responsible for GALACTIC GUARDIANS, a four-issue spin-off series, only with Kevin contributing full pencils instead of just breakdowns.

GALACTIC GUARDIANS #1 has the future super-team living up to their name as they defend the entire galaxy from a race of aliens led by the ultra-evil Ubiquitor! The first strike comes when the sinister Silverback invades Asgard, where he comes face-to-face with the son of Thor, Woden! The limited series will also focus on the thousand-year feud between Hollywood and Mainframe, and will provide amazing insights into the War of the Worlds!

Asked what makes the GALACTIC GUARDIANS different from the GUARDIANS OF THE GALAXY, Craig said, "We're talking about much higher power levels. The GUARDIANS OF THE GALAXY are the last surviving members of their races — Charlie-27, Nikki, etc. The GALACTIC GUARDIANS are the 30th Century versions of Phoenix, Firelord, Wonder Man, Ghost Rider — and the son of Thor will be joining, as well. To put it in military terms, the Guardians of the Galaxy are a bullet. The Galactic Guardians are an atom bomb!" Craig noted that GALACTIC GUARDIANS is "the most demanded series of all time from my office — no lie!" If their first Limited Series takes off, you can expect to see more GALACTIC GUARDIANS in your future.

If you haven't entered the 30th century for a while, now is the time!



NOW ON SALE

AMAZING SPIDER-MAN #391: Here's something to shout about — Shriek is back! By DeMatteis/Bagley/Emberlin!

BARBIE #43: Take a sea cruise with Kent! By Saito/Cool/Lucal!

BLACKWOLF #12: Meet the new Blackwolf — he's not the same as the old Blackwolf! By Herding/Medina/Anderson!

CONAN CLASSIC #2: Nominated for best story of 1971! By Thomas/Windsor-Smith/Buscema!

CONAN SAGA #68: It would be a shame if Bael loses the throne of Shem! By Thomas/Buscema/Chan!

GHOST RIDER #51: There's no catch here — Dan Ketch is back as Ghost Rider! By Mackler/Laroc!

GUARDIANS OF THE GALAXY #50: The final fates of Mephisto, Beyonder ... and more! By Gallagher/West/Montano!

NAHMI ANNUAL #4: HYDRA wants a war between Atlantis and the surface world! By Bolters/Davis!

NIGHT THRASHER #12: Thrash is given a noose for a necktie in the pre-Civil War South! By Niclezza/Boller!

PRISON COLONY #2 OF 3: Based on the movie! Will Robbins make it out alive? By Salick/Harris/vy!

PUNISHER WAR ZONE #23: Frank enters the jungle of no return! By Dixon/Buscema!

QUASAR #60: Quasar visits Thanos

— what a way to spend your last issue! By Marz/Smith/Caberal!

RAVAGE 2099 #20: There's nothing craven about ... the Hunter! By Miles & Skinner/McMadden!

SACHS & VIOLENS #4 OF 4: Mayhem at the Mardi Gras! By David/Perez!

SECRET DEFENDERS #17: Deadpool drops in to hunt for the Moebius Stone! By Brevoort & Kantorovich/DeCaire/Hudson!

SEVEN SABLE #26: Can't you trapster make it as a Wild Pack? By Arcudi/Mahnik/Almond & Christopher!

SPIDER-MAN TPB: ROUND ROBIN: See the sidekick's revenge!

WAR MACHINE #4: We'd advise War Machine not to fight the Advisor! Kaminski & Benson/Gecko/Ecklund!

WOLVERINE #63: A Japanese vacation with Sunfire and Silver Samurai! By Hama/Kubert/Sellers!

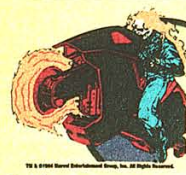
X-FACTOR #104: It's total havoc as Master Sinister possesses Havok! By DeMatteis/DiGiuseppe/Migrom!

X-MEN ADVENTURES: SEASON 2 #6: Gambit goes to New Orleans to save his brother! By Macchio/Velbert!

X-MEN: THE EARLY YEARS #3: Meet the latest mutant of them all — the Blob! By Lee/Kirby!



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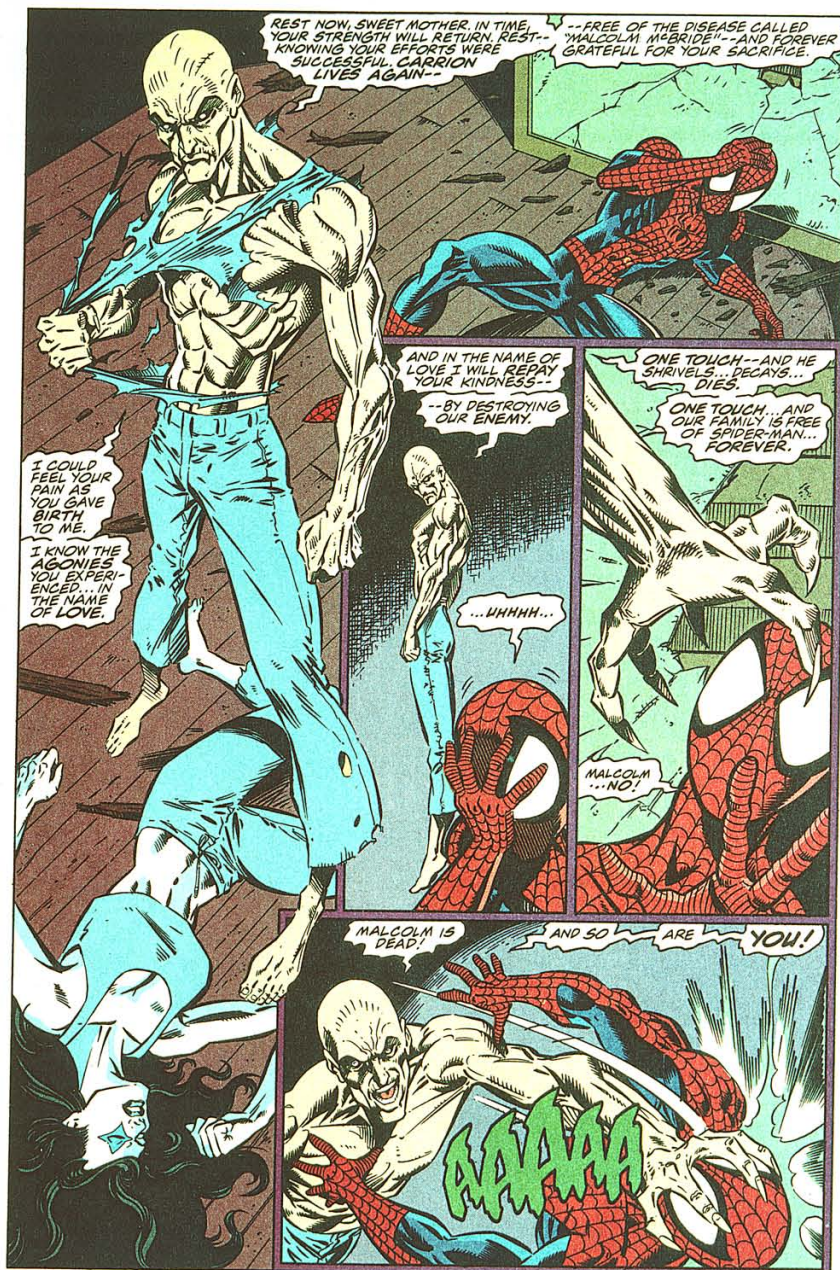
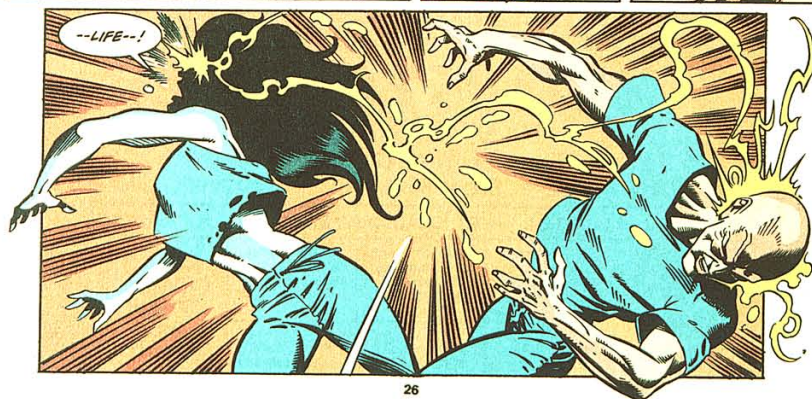
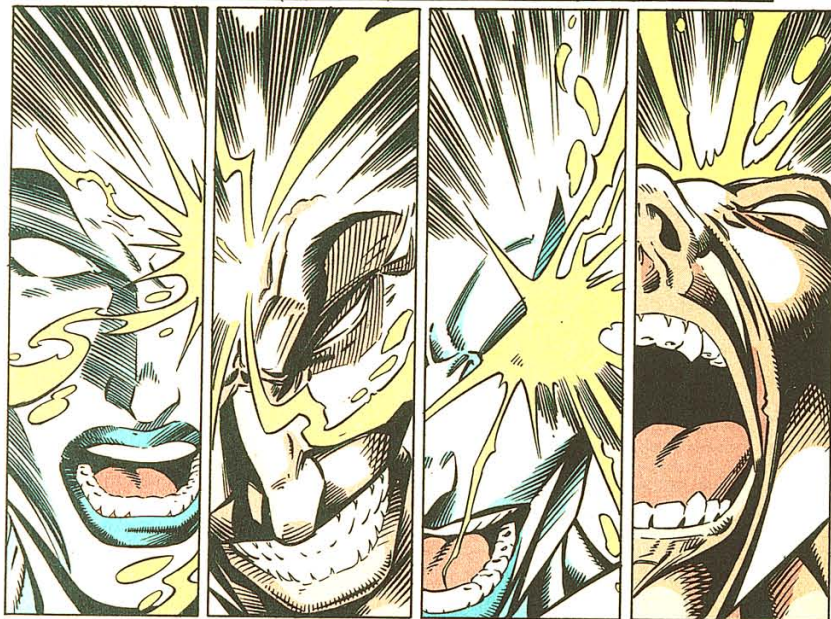
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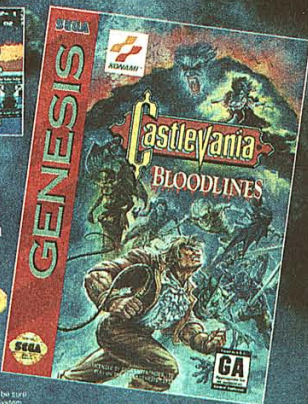
SIMON ERIC JOHN

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KONAMI

SHE DIDN'T MAKE IT TO THE SUBWAY STATION. HALFWAY THERE SHE TURNED AROUND.

AUNT MAY...?



NOT TO RESUME THE MORNING'S DISCUSSION (SHE KNOWS THERE'S NO POINT TO THAT)...

... BUT JUST TO SPEND MORE TIME WITH MAY, TO LET HER KNOW WITHOUT ANY WORDS, THAT SHE'S THERE FOR HER, AND SHE ALWAYS WILL BE.

I HAD A GREAT IDEA. LET'S YOU 'N' ME HAVE OURSELVES A GIRLS' DAY OUT.



Y'KNOW... DO SOME SHOPPING... TAKE IN A MOVIE... HAVE DINNER TOGETHER--!

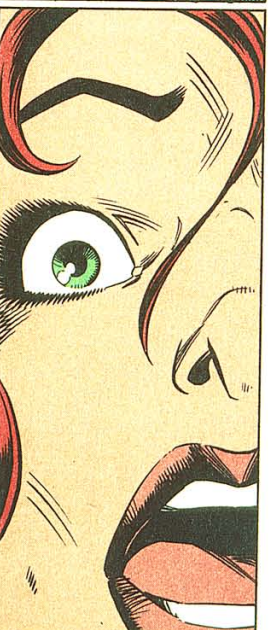
AND MAYBE... JUST MAYBE... MAY WILL OPEN UP, LET OUT SOME OF THAT PAIN SHE'S BEEN HOLDING IN FOR SO LONG.



MAY-- YOU IN THERE?

GOD, I HOPE SHE DOES, MARY JANE THINKS.

THE FUSE IS BURNING--AND I HAVE TO DO SOMETHING TO HELP HER BEFORE THE BOMB...





THE SPIDER'S WEB

% MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

DANNY FINGEROTH
EDITOR
MARK BERNARDO
ASSISTANT EDITOR

Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Dear Spider's Web,
Re: ASM #386.

Great job! My hat is off to David Michelinie and the rest of the crew on AMAZING SPIDER-MAN. I loved the story, the art, everything about the issue with one exception: you've got me worried about Aunt May! What is all this stuff about Alzheimer's? Please don't start messing with my favorite (non-super-powered) character! I understand that May is getting on in years, but please don't give her Alzheimer's!

I was shocked by pages 17 and 18, when that black-haired lady (and I use the term loosely) tried to shoot MJ! Thank Odin for security guards! Here's a request: take this "lady" and feed her to Venom! Please?

I've been collecting comics for a few years now, and I have to say that AMAZING SPIDER-MAN is most definitely my favorite book (with WEB and GAMBIT a close 2nd and 3rd). Thanks for all the great issues, and I hope you keep putting them out for a long time to come!

Michael Quick
(Address withheld by request)

Fear not, Michael, there's no end in sight to Spidey's adventures, and the excitement's building every month toward issue #400 and beyond!

As you know by now, Aunt May did not have Alzheimer's, but as the end of this issue shows, there may be a lot more reason to worry about her now! (What do you mean you're reading the letters page first?! Go back to page 1, read the story and meet us back here! We'll wait.)

And if you're a fan of WEB and GAMBIT, you must have really dug the Cajun X-Man's appearance in WEB #113! (You haven't picked it up yet? Okay, okay... we'll wait while you run to the comics shop... but this is the last time!)

Dear Spider-people,

I thought that after reading ASM #386, it was my duty as a devoted Spider-Man fan to write a letter. This issue was, pardon the pun, amazing! The storyline, the art, everything was great. The Vulture looked better than ever before, and Spidey was his usual exciting self.

As far as Spidey telling his parents about his secret identity, I don't know. They do still seem a bit suspicious, so I'm not sure it's a good idea for him to give away that secret so freely. I mean, Aunt May doesn't know, and she brought Peter up!

A couple of questions:

- 1) When is the next time we'll see Spidey and the New Warriors together?
- 2) I know it's a bit early, but do you

guys have any plans for AMAZING SPIDER-MAN #400?

Elisha Olivestone
215 West 98th Street
New York, NY 10025

A couple of answers:

1) No plans for a full-scale Spidey/New Warriors reunion, but the webhead did make a guest appearance in NOVA's mag recently. And Spidey, Nova, and Darkhawk will be in a special limited series later this year.

2) Do we have plans for #400? Most definitely. Are we going to give them away here? No way! Are they big? Ah... just wait.

Dear David and Danny,

You guys screwed up this time! What am I talking about? ASM #386. Last page. Spidey gets nailed by the Vulture because he was concerned about the doctor having a heart attack? Okay, he was momentarily distracted from the fight, and that may have given the Vulture an advantage to exploit, which may, in a few seconds, have decided the battle. But for Spidey to ignore his spider-sense when something very dangerous was coming right at him? Ridiculous. Spider-Man was in a fight. His brain was still in fight mode. He wouldn't ignore his spider-sense when a class-one blast goes off in his head. He doesn't think, he moves. That's why he has lived so long. Remember Sin-Eater? Several people died when Spidey was fighting him because he moved instead of thinking when fired upon.

David, some of the best comics writing I've ever read has come from you. If you could eliminate plot holes of this nature, this mag could be truly incredible. Aside from that, keep up the great work! And the plot thickens...

Till the Vulture needs a haircut...
Make Mine Marvel!

Jim Syler
Route 1, Box 586
Creal Springs, IL 62922

Jim, Spidey's spider-sense warns him of imminent danger to himself. Usually, Spidey will react to this by moving to counteract or avoid the danger. However, Spidey will occasionally also ignore the threat to himself if someone else is endangered. That's just the kind of selfless guy he is.

We hope we're living up to that "Incredible" potential you cited. And we hope you've revised your sign-off, now that issue #388 has actually left the Vulture with quite a mane of hair!

Dear Spider's Web,

I've just read AMAZING SPIDER-MAN #386, and I think it was a great way

to bring back one of Spidey's old foes with a bang! AMAZING SPIDER-MAN has had some really good storylines lately, so I hope this team is around for the long haul! Are there any plans for any guest artists in the future? If so, who?

I would like to ask a few questions:

1) Are there any plans for team-ups in the future with Captain America, Daredevil, Iron Man, or the Hulk?

2) Do you guys have any other old Spidey enemies scheduled to make appearances in the future?

David Lopez
3123 E. Del Amo Blvd.
Lakewood, CA 90712

1) A Daredevil appearance is in the works. Now that both heroes have gone through some major changes in their lives, it will be wild! Cap is having loads of problems in his own book, so not much chance of him hanging out with Spidey real soon. Ditto for Iron Man (though Venom did drop in on him recently). The Hulk? Well, ol' Greenskin is married now. Maybe the Banners and the Parkers can get together and play bridge someday. Besides, Hulkie was just in ASM #381-382.

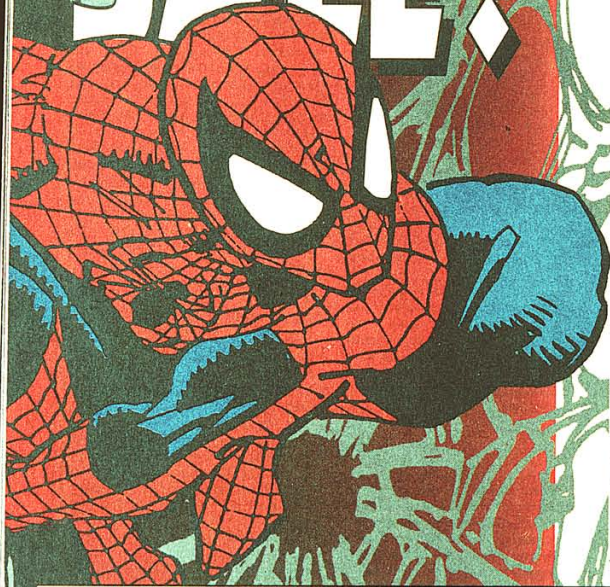
2) We've got enemies old and new coming up. As for classic Spidey villains, check out SPECTACULAR #215 for the savage return of the Scorpion, and SPIDER-MAN #50 for Spidey's battle with the man who carries on the legacy of Kraven the Hunter!

As for guest artists... only if Mark Bagley catches wind of the fact that he needs to sleep.

NEXT ISSUE: The revelation of Aunt May's horrible fate sends the already emotionally reeling Spider-Man even further toward the edge! Can the web-slinger pull himself back from the brink, or will Peter Parker simply cease to exist? The answer will astound you! Do we really need to tell you to be here?? (After all, Shriek and Carrion will be!)

And by the by, there's a mysterious figure turning up in the other Spider-books who'll soon be showing up here as well! Who is he? Well... check out his tantalizing appearances and join us as we find out together! The mystery begins in WEB #114, on sale now, and continues in SPIDER-MAN #48, on sale next week. Don't miss any of it! Its payoff will only change Spidey history forever!

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